

*John*

ALVORD AND ALVORD

ATTORNEYS AT LAW

918 SIXTEENTH STREET, N.W.

SUITE 200

WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL  
URBAN A. LESTER

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February 2, 1995

RECORDATION NO. 19200-B  
FEB 6 1995 2:45 PM

*Document sent*

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) duly executed copies of an Assignment and Security Agreement (Chattel Mortgage), dated as of February 3, 1995, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177, and two (2) duly executed copies of a Bill of Sale and an Assignment and Assumption Agreement, both dated as of February 3, 1995, both being secondary documents relating to the aforesaid primary document.

The names and addresses of the parties to the enclosed documents are:

Security Agreement

Assignor: ACF Industries, Incorporated  
3301 Rider Trail South  
Earth City Missouri 63045

Not  
further in - correct  
ilcc  
see P. 2  
AAK  
SAC

Secured Party: First Security Bank of Utah, N.A.  
79 South Main Street  
Salt Lake City, Utah 94111

Mr. Vernon A. Williams  
February 2, 1995  
Page 2

Bill of Sale

Vendor: AKF Corp.  
Bank of America Plaza  
Suite 1100  
300 South 4th Street  
Las Vegas, Nevada 89101

Vendee: ACF Industries, Incorporated  
3301 Rider Trail South  
Earth City, Missouri 63045-1383

Assignment and Assumption Agreement

Assignor: AKF Corp.  
Bank of America Plaza  
Suite 1100  
300 South 4th Street  
Las Vegas, Nevada 89101

Assignee: ACF Industries, Incorporated  
3301 Rider Trail South  
Earth City, Missouri 63045-1383

A description of the railroad equipment covered by the enclosed documents is attached to the Security Agreement as Schedule I, attached to the Bill of Sale as Schedule I and attached to the Assignment and Assumption Agreement as Schedule I.

Also enclosed is a check in the amount of \$63.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg  
Enclosures

19200 B

ASSIGNMENT AND ASSUMPTION AGREEMENT, dated as of February 3, 1995, between AKF CORP., a Delaware corporation (the "Transferor"), and ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Transferee"). Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Asset Transfer Agreement (as defined below).

**WHEREAS:** the Transferee and the Transferor have entered into an Asset Transfer Agreement, dated as of the date hereof (the "Asset Transfer Agreement"), in connection with the sale of, among other things, the special purpose covered hopper and tank railcars described on Schedule 1 (the "Equipment"), subject to the Leases (as defined below), from the Transferor to the Transferee for consideration in the amount and on the terms and conditions provided in the Asset Transfer Agreement; and

**WHEREAS:** the parties now desire to carry out the intent and purpose of the Asset Transfer Agreement by, among other things, the parties' execution and delivery of this instrument evidencing the assignment by the Transferor of all of its rights, title and interest in and to the Leases to the extent they relate to the Equipment to the Transferee and the assumption by the Transferee of all of the Transferor's obligations under the Leases to the same extent.

**NOW, THEREFORE,** in consideration of the premises and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. For purposes of this Agreement, "Leases" means all current leases of any one or more railcars included in the Equipment and all other contracts for use of any one or more railcars included in the Equipment more specifically described on Schedule 1, including, without limitation, all extensions, renewals, supplements and modifications of any of the foregoing. If any of the Leases (including, without limitation, any master lease) shall include both Equipment and railcars not part of the Equipment, then such Leases shall be subject to this Agreement only to the extent they cover Equipment; and for purposes of this Agreement, the term Lease shall mean a lease (including without limitation, the provisions of any master lease) only insofar as such lease applies to Equipment subject to this Agreement.

2. Effective as of the date hereof, the Transferor hereby sells, transfers, assigns, conveys, grants and sets over to the Transferee, its successors and assigns forever, all of the Transferor's rights, title and interest as of such date in and to the Leases, as fully and entirely as the same would have been held and enjoyed by the Transferor as if this assignment had not been made.

3. Effective as of the date hereof, the Transferee accepts, assumes, takes over and succeeds to all of the Transferor's rights, title and interest as of such date in and to the Leases, and the Transferee hereby covenants and agrees to discharge, perform and comply with, and to be bound by, all the terms, conditions, provisions, obligations, covenants and duties of the Transferor under the Leases (but only to the extent it relates to the period from and after the date hereof), as if the Transferee were an original party thereto.

4. The Transferor hereby covenants and agrees that, at any time and from time to time after the date hereof, at the request and expense of the Transferee, the Transferor will promptly and duly execute and deliver, or cause to be executed and delivered, to the Transferee all such further instruments and take all such further action as may be reasonably requested by the Transferee to more effectively sell, transfer, assign, convey, grant and set over the Leases to the Transferee.

5. The Transferee hereby covenants and agrees that, at the request and expense of the Transferor, it will hereafter execute any further assumptions or instruments of transfer or conveyance as may be reasonably requested by the Transferor to assume the Leases or to release the Transferor and its affiliates from their obligations under or on account of the Leases so long as such release will not prejudice the Transferee's rights, title and interest in and to the Leases.

6. This instrument shall be binding upon the Transferee and the Transferor, their respective successors and assigns, for the use and purposes set forth and referred to herein, effective as of the date hereof.

7. THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

***IN WITNESS WHEREOF***, the parties hereto have caused this Assignment and Assumption Agreement to be executed in Earth City, Missouri, by their duly authorized officers as of the date first above written.

AKF CORP.

By:

*Umesh Choksi*  
Name: Umesh Choksi  
Title: Senior Vice President

ACF INDUSTRIES, INCORPORATED

By:

*J.C. Bates*  
Name: James C. Bates  
Title: Vice President and Chief  
Financial Officer

[Signature Page to Assignment and Assumption Agreement]

SCHEDULE 1

DESCRIPTION OF EQUIPMENT

Each of the special purpose covered hopper and tank railcars with the reporting marks and road numbers and Association of American Railroads designation numbers set forth on Annex A hereto.

DESCRIPTION OF LEASES

Each of the user leases or lease schedules or riders with the contract rider number and the named lessee set forth in Annex B hereto insofar as it relates to the covered hopper and tank railcars with the car numbers set forth on Annex B hereto.

STATE OF MISSOURI        )  
                            )  
COUNTY OF ST. LOUIS     )

On this 30th day of January , 1995, before me, personally appeared Umesh Choksi to me personally known, who being by me duly sworn, says that he resides at St. Louis, Missouri and is Senior Vice President of AKF Corp., that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Nancy Collins*

Notary Public

NANCY COLLINS  
NOTARY PUBLIC - STATE OF MISSOURI  
ST. CHARLES COUNTY  
MY COMMISSION EXPIRES AUG. 2, 1996

STATE OF MISSOURI        )  
                            )  
COUNTY OF ST. LOUIS     )

On this 30th day of January , 1995, before me, personally appeared James C. Bates to me personally known, who being by me duly sworn, says that he resides at St. Louis, MO and is Vice President and Chief Financial Officer of ACF Industries, Incorporated, that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Nancy Collins*

Notary Public

NANCY COLLINS  
NOTARY PUBLIC - STATE OF MISSOURI  
ST. CHARLES COUNTY  
MY COMMISSION EXPIRES AUG. 2, 1996

30-Jan-95

Annex A

ACFX	38320	ACFX	38614	ACFX	38901
ACFX	38322	ACFX	38617	ACFX	38903
ACFX	38323	ACFX	38618	ACFX	38904
ACFX	38324	ACFX	38620	ACFX	38905
ACFX	38325	ACFX	38622	ACFX	38908
ACFX	38326	ACFX	38624	ACFX	38909
ACFX	38327	ACFX	38628	ACFX	38910
ACFX	38329	ACFX	38630	ACFX	38920
ACFX	38330	ACFX	38633	ACFX	38924
ACFX	38331	ACFX	38636	ACFX	38925
ACFX	38333	ACFX	38642	ACFX	38929
ACFX	38336	ACFX	38647	ACFX	38930
ACFX	38519	ACFX	38648	ACFX	38960
ACFX	38520	ACFX	38649	ACFX	38969
ACFX	38521	ACFX	38650	ACFX	38970
ACFX	38522	ACFX	38651	ACFX	38971
ACFX	38523	ACFX	38652	ACFX	38972
ACFX	38524	ACFX	38653	ACFX	38973
ACFX	38525	ACFX	38659	ACFX	38974
ACFX	38526	ACFX	38661	ACFX	38975
ACFX	38527	ACFX	38664	ACFX	38976
ACFX	38528	ACFX	38665	ACFX	38977
ACFX	38529	ACFX	38667	ACFX	38978
ACFX	38536	ACFX	38668	ACFX	38979
ACFX	38555	ACFX	38669	ACFX	38980
ACFX	38559	ACFX	38670	ACFX	38981
ACFX	38566	ACFX	38671	ACFX	38982
ACFX	38570	ACFX	38672	ACFX	38983
ACFX	38571	ACFX	38673	ACFX	38984
ACFX	38576	ACFX	38675	ACFX	38985
ACFX	38577	ACFX	38767	ACFX	38986
ACFX	38586	ACFX	38769	ACFX	38987
ACFX	38587	ACFX	38774	ACFX	38988
ACFX	38589	ACFX	38885	ACFX	38989
ACFX	38592	ACFX	38887	ACFX	38990
ACFX	38593	ACFX	38888	ACFX	38991
ACFX	38594	ACFX	38889	ACFX	38992
ACFX	38595	ACFX	38890	ACFX	38993
ACFX	38596	ACFX	38891	ACFX	38994
ACFX	38600	ACFX	38892	ACFX	38995
ACFX	38602	ACFX	38893	ACFX	38996
ACFX	38605	ACFX	38895	ACFX	38997
ACFX	38607	ACFX	38896	ACFX	38998
ACFX	38609	ACFX	38897	ACFX	38999
ACFX	38610	ACFX	38898	ACFX	39000
ACFX	38612	ACFX	38900	ACFX	39001

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Annex A

ACFX	39002	ACFX	39124	ACFX	39386
ACFX	39003	ACFX	39125	ACFX	39387
ACFX	39004	ACFX	39126	ACFX	39388
ACFX	39005	ACFX	39127	ACFX	39389
ACFX	39006	ACFX	39128	ACFX	39390
ACFX	39007	ACFX	39129	ACFX	39391
ACFX	39008	ACFX	39130	ACFX	39392
ACFX	39009	ACFX	39161	ACFX	39393
ACFX	39010	ACFX	39162	ACFX	39394
ACFX	39011	ACFX	39346	ACFX	39395
ACFX	39012	ACFX	39347	ACFX	39396
ACFX	39013	ACFX	39348	ACFX	39397
ACFX	39014	ACFX	39349	ACFX	39398
ACFX	39016	ACFX	39350	ACFX	39399
ACFX	39017	ACFX	39351	ACFX	39400
ACFX	39018	ACFX	39352	ACFX	39401
ACFX	39019	ACFX	39353	ACFX	39402
ACFX	39020	ACFX	39354	ACFX	39403
ACFX	39021	ACFX	39355	ACFX	39404
ACFX	39022	ACFX	39356	ACFX	39405
ACFX	39023	ACFX	39357	ACFX	39406
ACFX	39024	ACFX	39358	ACFX	39407
ACFX	39025	ACFX	39359	ACFX	39408
ACFX	39026	ACFX	39360	ACFX	39409
ACFX	39027	ACFX	39361	ACFX	39410
ACFX	39028	ACFX	39362	ACFX	39411
ACFX	39029	ACFX	39363	ACFX	39414
ACFX	39030	ACFX	39364	ACFX	39415
ACFX	39106	ACFX	39365	ACFX	39416
ACFX	39107	ACFX	39366	ACFX	39417
ACFX	39108	ACFX	39367	ACFX	39418
ACFX	39109	ACFX	39368	ACFX	39419
ACFX	39110	ACFX	39369	ACFX	39420
ACFX	39111	ACFX	39370	ACFX	39421
ACFX	39112	ACFX	39371	ACFX	39422
ACFX	39113	ACFX	39372	ACFX	39423
ACFX	39114	ACFX	39373	ACFX	39424
ACFX	39115	ACFX	39374	ACFX	39425
ACFX	39116	ACFX	39375	ACFX	39426
ACFX	39117	ACFX	39377	ACFX	39427
ACFX	39118	ACFX	39378	ACFX	39428
ACFX	39119	ACFX	39381	ACFX	39430
ACFX	39120	ACFX	39382	ACFX	39433
ACFX	39121	ACFX	39383	ACFX	39483
ACFX	39122	ACFX	39384	ACFX	39484
ACFX	39123	ACFX	39385	ACFX	39486

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Annex A

ACFX	39490	ACFX	40392	ACFX	59919
ACFX	39491	ACFX	40394	ACFX	59920
ACFX	39556	ACFX	40395	ACFX	59921
ACFX	39557	ACFX	40396	ACFX	59923
ACFX	39560	ACFX	40397	ACFX	59991
ACFX	39561	ACFX	40398	ACFX	59994
ACFX	39562	ACFX	40399	ACFX	59995
ACFX	39563	ACFX	40400	ACFX	59997
ACFX	39566	ACFX	51001	ACFX	59999
ACFX	40355	ACFX	51002	ACFX	71051
ACFX	40356	ACFX	51003	ACFX	71052
ACFX	40357	ACFX	51004	ACFX	71053
ACFX	40358	ACFX	51005	ACFX	71054
ACFX	40359	ACFX	51006	ACFX	71055
ACFX	40360	ACFX	51007	ACFX	71056
ACFX	40361	ACFX	51008	ACFX	71057
ACFX	40362	ACFX	51009	ACFX	71058
ACFX	40363	ACFX	51010	ACFX	71059
ACFX	40364	ACFX	51068	ACFX	71060
ACFX	40365	ACFX	51069	ACFX	71061
ACFX	40366	ACFX	51070	ACFX	71062
ACFX	40367	ACFX	51071	ACFX	71063
ACFX	40368	ACFX	51072	ACFX	71064
ACFX	40369	ACFX	51074	ACFX	71065
ACFX	40370	ACFX	51075	ACFX	71101
ACFX	40371	ACFX	51103	ACFX	71116
ACFX	40372	ACFX	51114	ACFX	71130
ACFX	40373	ACFX	51115	ACFX	76690
ACFX	40374	ACFX	51117	ACFX	76691
ACFX	40375	ACFX	51118	ACFX	76692
ACFX	40376	ACFX	51120	ACFX	76693
ACFX	40377	ACFX	51121	ACFX	76694
ACFX	40378	ACFX	51122	ACFX	76695
ACFX	40379	ACFX	51123	ACFX	76696
ACFX	40380	ACFX	51124	ACFX	76697
ACFX	40381	ACFX	51125	ACFX	76698
ACFX	40382	ACFX	51126	ACFX	76699
ACFX	40383	ACFX	51127	ACFX	76700
ACFX	40384	ACFX	51128	ACFX	76701
ACFX	40385	ACFX	51129	ACFX	76702
ACFX	40386	ACFX	51130	ACFX	76703
ACFX	40387	ACFX	51131	ACFX	76704
ACFX	40388	ACFX	51132	ACFX	76705
ACFX	40389	ACFX	59916	ACFX	76706
ACFX	40390	ACFX	59917	ACFX	76707
ACFX	40391	ACFX	59918	ACFX	76708

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Annex A

ACFX	76730	ACFX	76920	ACFX	77197
ACFX	76781	ACFX	76921	ACFX	77246
ACFX	76782	ACFX	76922	ACFX	77247
ACFX	76783	ACFX	76923	ACFX	77248
ACFX	76784	ACFX	76924	ACFX	77249
ACFX	76785	ACFX	76925	ACFX	77250
ACFX	76786	ACFX	76926	ACFX	77251
ACFX	76787	ACFX	76927	ACFX	77252
ACFX	76788	ACFX	76928	ACFX	77253
ACFX	76789	ACFX	76930	ACFX	77254
ACFX	76790	ACFX	76931	ACFX	77255
ACFX	76791	ACFX	76932		
ACFX	76792	ACFX	76933		517CARS
ACFX	76793	ACFX	76934		
ACFX	76794	ACFX	76935		
ACFX	76795	ACFX	76936		
ACFX	76796	ACFX	76937		
ACFX	76797	ACFX	76938		
ACFX	76798	ACFX	76939		
ACFX	76799	ACFX	76940		
ACFX	76800	ACFX	76941		
ACFX	76801	ACFX	76942		
ACFX	76802	ACFX	76943		
ACFX	76803	ACFX	76944		
ACFX	76804	ACFX	76945		
ACFX	76805	ACFX	76946		
ACFX	76897	ACFX	76947		
ACFX	76898	ACFX	76949		
ACFX	76899	ACFX	76950		
ACFX	76900	ACFX	76951		
ACFX	76901	ACFX	76952		
ACFX	76902	ACFX	76953		
ACFX	76903	ACFX	76986		
ACFX	76904	ACFX	76987		
ACFX	76905	ACFX	76991		
ACFX	76906	ACFX	76993		
ACFX	76909	ACFX	76994		
ACFX	76910	ACFX	77188		
ACFX	76911	ACFX	77189		
ACFX	76912	ACFX	77190		
ACFX	76913	ACFX	77191		
ACFX	76914	ACFX	77192		
ACFX	76916	ACFX	77193		
ACFX	76917	ACFX	77194		
ACFX	76918	ACFX	77195		
ACFX	76919	ACFX	77196		

## ANNEX B

LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
18	FINA OIL AND CHEMICAL COMP		ACFX038519	H	1985	03/01/93	02/28/95	
	FINA OIL AND CHEMICAL COMP		ACFX038520	H	1985	03/01/93	02/28/95	
	FINA OIL AND CHEMICAL COMP		ACFX038521	H	1984	03/01/93	02/28/95	
	FINA OIL AND CHEMICAL COMP		ACFX038522	H	1985	03/01/93	02/28/95	
	FINA OIL AND CHEMICAL COMP		ACFX038523	H	1984	03/01/93	02/28/95	
	FINA OIL AND CHEMICAL COMP		ACFX038524	H	1984	03/01/93	02/28/95	
	FINA OIL AND CHEMICAL COMP		ACFX038525	H	1984	03/01/93	02/28/95	
	FINA OIL AND CHEMICAL COMP		ACFX038526	H	1985	03/01/93	02/28/95	
	FINA OIL AND CHEMICAL COMP		ACFX038527	H	1984	03/01/93	02/28/95	
	FINA OIL AND CHEMICAL COMP		ACFX038528	H	1984	03/01/93	02/28/95	
	FINA OIL AND CHEMICAL COMP		ACFX038529	H	1985	03/01/93	02/28/95	
	18FINA OIL AND CHEMICAL COMP	58570013	ACFX039106	H	1985	03/01/93	09/30/95	
	FINA OIL AND CHEMICAL COMP		ACFX039107	H	1985	03/01/93	09/30/95	
	FINA OIL AND CHEMICAL COMP		ACFX039108	H	1985	03/01/93	09/30/95	
	FINA OIL AND CHEMICAL COMP		ACFX039109	H	1985	03/01/93	09/30/95	
	FINA OIL AND CHEMICAL COMP		ACFX039110	H	1985	03/01/93	09/30/95	
	FINA OIL AND CHEMICAL COMP		ACFX039111	H	1985	03/01/93	09/30/95	
	FINA OIL AND CHEMICAL COMP		ACFX039112	H	1985	03/01/93	09/30/95	
	FINA OIL AND CHEMICAL COMP		ACFX039113	H	1985	03/01/93	09/30/95	
	FINA OIL AND CHEMICAL COMP		ACFX039114	H	1985	03/01/93	09/30/95	
	FINA OIL AND CHEMICAL COMP		ACFX039115	H	1985	03/01/93	09/30/95	
	FINA OIL AND CHEMICAL COMP		ACFX039116	H	1985	03/01/93	09/30/95	
	FINA OIL AND CHEMICAL COMP		ACFX039117	H	1985	03/01/93	09/30/95	
	FINA OIL AND CHEMICAL COMP		ACFX039118	H	1985	03/01/93	09/30/95	
	FINA OIL AND CHEMICAL COMP		ACFX039119	H	1985	03/01/93	09/30/95	
	FINA OIL AND CHEMICAL COMP		ACFX039120	H	1985	03/01/93	09/30/95	
	FINA OIL AND CHEMICAL COMP		ACFX039121	H	1985	03/01/93	09/30/95	
	FINA OIL AND CHEMICAL COMP		ACFX039122	H	1985	03/01/93	09/30/95	
	FINA OIL AND CHEMICAL COMP		ACFX039123	H	1985	03/01/93	09/30/95	
	FINA OIL AND CHEMICAL COMP		ACFX039124	H	1985	03/01/93	09/30/95	
	FINA OIL AND CHEMICAL COMP		ACFX039125	H	1985	03/01/93	09/30/95	
	FINA OIL AND CHEMICAL COMP		ACFX039126	H	1985	03/01/93	09/30/95	
	FINA OIL AND CHEMICAL COMP		ACFX039127	H	1985	03/01/93	09/30/95	
	FINA OIL AND CHEMICAL COMP		ACFX039128	H	1985	03/01/93	09/30/95	
	FINA OIL AND CHEMICAL COMP		ACFX039129	H	1985	03/01/93	09/30/95	
	FINA OIL AND CHEMICAL COMP		ACFX039130	H	1985	03/01/93	09/30/95	
18	45E.C.C.I.		3520	T	1985	05/01/85	04/30/97	36
	E.C.C.I.			T	1985	05/01/85	04/30/97	

30-Jan-95

ANNEX B

CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
E.C.C.I.	ACFX076783	T	1985	05/01/85	04/30/97	
E.C.C.I.	ACFX076784	T	1985	05/01/85	04/30/97	
E.C.C.I.	ACFX076785	T	1985	05/01/85	04/30/97	
E.C.C.I.	ACFX076786	T	1985	05/01/85	04/30/97	
E.C.C.I.	ACFX076787	T	1985	05/01/85	04/30/97	
E.C.C.I.	ACFX076788	T	1985	05/01/85	04/30/97	
E.C.C.I.	ACFX076789	T	1985	05/01/85	04/30/97	
E.C.C.I.	ACFX076790	T	1985	05/01/85	04/30/97	
E.C.C.I.	ACFX076791	T	1985	05/01/85	04/30/97	
E.C.C.I.	ACFX076792	T	1985	05/01/85	04/30/97	
E.C.C.I.	ACFX076793	T	1985	05/01/85	04/30/97	
E.C.C.I.	ACFX076794	T	1985	05/01/85	04/30/97	
E.C.C.I.	ACFX076795	T	1985	05/01/85	04/30/97	
E.C.C.I.	ACFX076796	T	1985	05/01/85	04/30/97	
E.C.C.I.	ACFX076797	T	1985	05/01/85	04/30/97	
E.C.C.I.	ACFX076798	T	1985	05/01/85	04/30/97	
E.C.C.I.	ACFX076799	T	1985	05/01/85	04/30/97	
E.C.C.I.	ACFX076800	T	1985	05/01/85	04/30/97	
E.C.C.I.	ACFX076801	T	1985	05/01/85	04/30/97	
E.C.C.I.	ACFX076802	T	1985	05/01/85	04/30/97	
E.C.C.I.	ACFX076803	T	1985	05/01/85	04/30/97	
E.C.C.I.	ACFX076804	T	1985	05/01/85	04/30/97	
E.C.C.I.	ACFX076805	T	1985	05/01/85	04/30/97	
E.C.C.I.	ACFX076931	T	1985	07/01/85	06/30/95	
E.C.C.I.	ACFX076932	T	1985	07/01/85	06/30/95	
E.C.C.I.	ACFX076933	T	1985	07/01/85	06/30/95	
E.C.C.I.	ACFX076934	T	1985	07/01/85	06/30/95	
E.C.C.I.	ACFX076935	T	1985	07/01/85	06/30/95	
E.C.C.I.	ACFX076936	T	1985	07/01/85	06/30/95	
E.C.C.I.	ACFX076937	T	1985	07/01/85	06/30/95	
E.C.C.I.	ACFX076938	T	1985	07/01/85	06/30/95	
E.C.C.I.	ACFX076939	T	1985	07/01/85	06/30/95	
E.C.C.I.	ACFX076940	T	1985	07/01/85	06/30/95	
E.C.C.I.	ACFX076941	T	1985	07/01/85	06/30/95	
E.C.C.I.	ACFX076942	T	1985	07/01/85	06/30/95	
E.C.C.I.	ACFX076943	T	1985	07/01/85	06/30/95	
E.C.C.I.	ACFX076944	T	1985	07/01/85	06/30/95	
E.C.C.I.	ACFX076945	T	1985	07/01/85	06/30/95	
E.C.C.I.	ACFX076946	T	1985	07/01/85	06/30/95	
E.C.C.I.	ACFX076947	T	1985	07/01/85	06/30/95	

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LESSEE CODE	LESSEE RIDER	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
E.C.C.I.			ACFX076949	T	1985	07/01/85	06/30/95	
E.C.C.I.			ACFX076950	T	1985	07/01/85	06/30/95	
E.C.C.I.			ACFX076951	T	1985	07/01/85	06/30/95	
E.C.C.I.			ACFX076952	T	1985	07/01/85	06/30/95	
E.C.C.I.			ACFX076953	T	1985	07/01/85	06/30/95	
E.C.C.I.			ACFX071051	T	1985	09/01/85	08/31/97	
E.C.C.I.			ACFX071052	T	1985	09/01/85	08/31/97	
E.C.C.I.			ACFX071053	T	1985	09/01/85	08/31/97	
E.C.C.I.			ACFX071054	T	1985	09/01/85	08/31/97	
E.C.C.I.			ACFX071055	T	1985	09/01/85	08/31/97	
E.C.C.I.			ACFX071056	T	1985	09/01/85	08/31/97	
E.C.C.I.			ACFX071057	T	1985	09/01/85	08/31/97	
E.C.C.I.			ACFX071058	T	1985	09/01/85	08/31/97	
E.C.C.I.			ACFX071059	T	1985	09/01/85	08/31/97	
E.C.C.I.			ACFX071060	T	1985	09/01/85	08/31/97	
E.C.C.I.			ACFX071061	T	1985	09/01/85	08/31/97	
E.C.C.I.			ACFX071062	T	1985	09/01/85	08/31/97	
E.C.C.I.			ACFX071063	T	1985	09/01/85	08/31/97	
E.C.C.I.			ACFX071064	T	1985	09/01/85	08/31/97	
E.C.C.I.			ACFX071065	T	1985	09/01/85	08/31/97	
45								62
64 JAMES RIVER CORP								
JAMES RIVER CORP								
64								
	3283		ACFX059918	H	1984	01/01/95	12/31/99	
			ACFX059919	H	1984	01/01/95	12/31/99	
								2
120 CPC INTERNATIONAL INC			ACFX051068	H	1985	12/01/90	11/30/95	
CPC INTERNATIONAL INC			ACFX051069	H	1985	12/01/90	11/30/95	
CPC INTERNATIONAL INC			ACFX051070	H	1985	12/01/90	11/30/95	
CPC INTERNATIONAL INC			ACFX051071	H	1985	12/01/90	11/30/95	
CPC INTERNATIONAL INC			ACFX051072	H	1985	12/01/90	11/30/95	
CPC INTERNATIONAL INC			ACFX051074	H	1985	12/01/90	11/30/95	
CPC INTERNATIONAL INC			ACFX051075	H	1985	12/01/90	11/30/95	
CPC INTERNATIONAL INC			ACFX051103	H	1986	12/01/90	11/30/95	
CPC INTERNATIONAL INC			ACFX051114	H	1986	12/01/90	11/30/95	
CPC INTERNATIONAL INC			ACFX051115	H	1986	12/01/90	11/30/95	
CPC INTERNATIONAL INC			ACFX051117	H	1986	12/01/90	11/30/95	
CPC INTERNATIONAL INC			ACFX051118	H	1986	12/01/90	11/30/95	
CPC INTERNATIONAL INC			ACFX051120	H	1986	12/01/90	11/30/95	
CPC INTERNATIONAL INC			ACFX051121	H	1986	12/01/90	11/30/95	

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LESSEE CODE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
CPC INTERNATIONAL INC		ACFX051122	H	1986	12/01/90	11/30/95	
CPC INTERNATIONAL INC		ACFX051123	H	1986	12/01/90	11/30/95	
CPC INTERNATIONAL INC		ACFX051124	H	1986	12/01/90	11/30/95	
CPC INTERNATIONAL INC		ACFX051125	H	1986	12/01/90	11/30/95	
CPC INTERNATIONAL INC		ACFX051126	H	1986	12/01/90	11/30/95	
CPC INTERNATIONAL INC		ACFX051127	H	1986	12/01/90	11/30/95	
CPC INTERNATIONAL INC		ACFX051128	H	1986	12/01/90	11/30/95	
CPC INTERNATIONAL INC		ACFX051129	H	1986	12/01/90	11/30/95	
CPC INTERNATIONAL INC		ACFX051130	H	1986	12/01/90	11/30/95	
CPC INTERNATIONAL INC		ACFX051131	H	1986	12/01/90	11/30/95	
CPC INTERNATIONAL INC		ACFX051132	H	1986	12/01/90	11/30/95	
120							25
161 E DUPONT DE NEMOURS AND COMP	00020194	ACFX076690	T	1984	01/01/90	12/31/94	
E DUPONT DE NEMOURS AND COMP		ACFX076691	T	1984	01/01/90	12/31/94	
E DUPONT DE NEMOURS AND COMP		ACFX076692	T	1984	01/01/90	12/31/94	
E DUPONT DE NEMOURS AND COMP		ACFX076693	T	1984	01/01/90	12/31/94	
E DUPONT DE NEMOURS AND COMP		ACFX076694	T	1984	01/01/90	12/31/94	
E DUPONT DE NEMOURS AND COMP		ACFX076695	T	1984	01/01/90	12/31/94	
E DUPONT DE NEMOURS AND COMP		ACFX076696	T	1984	01/01/90	12/31/94	
E DUPONT DE NEMOURS AND COMP		ACFX076697	T	1984	01/01/90	12/31/94	
E DUPONT DE NEMOURS AND COMP		ACFX076698	T	1984	01/01/90	12/31/94	
E DUPONT DE NEMOURS AND COMP		ACFX076699	T	1984	01/01/90	12/31/94	
E DUPONT DE NEMOURS AND COMP		ACFX076700	T	1984	01/01/90	12/31/94	
E DUPONT DE NEMOURS AND COMP		ACFX076701	T	1984	01/01/90	12/31/94	
E DUPONT DE NEMOURS AND COMP		ACFX076702	T	1984	01/01/90	12/31/94	
E DUPONT DE NEMOURS AND COMP		ACFX076703	T	1984	01/01/90	12/31/94	
E DUPONT DE NEMOURS AND COMP		ACFX076704	T	1984	01/01/90	12/31/94	
E DUPONT DE NEMOURS AND COMP		ACFX076705	T	1984	01/01/90	12/31/94	
E DUPONT DE NEMOURS AND COMP		ACFX076706	T	1984	01/01/90	12/31/94	
E DUPONT DE NEMOURS AND COMP		ACFX076707	T	1984	01/01/90	12/31/94	
E DUPONT DE NEMOURS AND COMP		ACFX076708	T	1984	01/01/90	12/31/94	
E DUPONT DE NEMOURS AND COMP	00020195	ACFX076986	T	1985	10/01/90	09/30/95	
E DUPONT DE NEMOURS AND COMP		ACFX076987	T	1985	10/01/90	09/30/95	
E DUPONT DE NEMOURS AND COMP		ACFX076991	T	1985	10/01/90	09/30/95	
E DUPONT DE NEMOURS AND COMP		ACFX076993	T	1985	10/01/90	09/30/95	
E DUPONT DE NEMOURS AND COMP		ACFX076994	T	1985	10/01/90	09/30/95	
161							24
196 VICKSBURG CHEMICAL COMPANY	3534	ACFX077188	T	1985	05/01/90	04/30/95	

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LESSOR CODE	LESSEE CODE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
OCCIDENTAL CHEMICAL CORP		ACFX076918	T	1985	11/01/93	10/31/98	10/31/98	
OCCIDENTAL CHEMICAL CORP		ACFX076919	T	1985	11/01/93	10/31/98	10/31/98	
OCCIDENTAL CHEMICAL CORP		ACFX076920	T	1985	11/01/93	10/31/98	10/31/98	
OCCIDENTAL CHEMICAL CORP		ACFX076921	T	1985	11/01/93	10/31/98	10/31/98	
OCCIDENTAL CHEMICAL CORP		ACFX076922	T	1985	11/01/93	10/31/98	10/31/98	
OCCIDENTAL CHEMICAL CORP		ACFX076923	T	1985	11/01/93	10/31/98	10/31/98	
OCCIDENTAL CHEMICAL CORP		ACFX076924	T	1985	11/01/93	10/31/98	10/31/98	
OCCIDENTAL CHEMICAL CORP		ACFX076925	T	1985	11/01/93	10/31/98	10/31/98	
OCCIDENTAL CHEMICAL CORP		ACFX076926	T	1985	11/01/93	10/31/98	10/31/98	
OCCIDENTAL CHEMICAL CORP		ACFX076927	T	1985	11/01/93	10/31/98	10/31/98	
OCCIDENTAL CHEMICAL CORP		ACFX076928	T	1985	11/01/93	10/31/98	10/31/98	
OCCIDENTAL CHEMICAL CORP		ACFX076930	T	1985	11/01/93	10/31/98	10/31/98	
								31
326HUNTSMAN CHEMICAL COMPANY		5294						
HUNTSMAN CHEMICAL COMPANY		ACFX038566						
HUNTSMAN CHEMICAL COMPANY		ACFX038587	H	1985	04/01/90	03/31/95	03/31/95	
HUNTSMAN CHEMICAL COMPANY		ACFX038589	H	1985	04/01/90	03/31/95	03/31/95	
HUNTSMAN CHEMICAL COMPANY		ACFX038592	H	1985	04/01/90	03/31/95	03/31/95	
HUNTSMAN CHEMICAL COMPANY		ACFX038600	H	1985	04/01/90	03/31/95	03/31/95	
HUNTSMAN CHEMICAL COMPANY		ACFX038605	H	1985	04/01/90	03/31/95	03/31/95	
HUNTSMAN CHEMICAL COMPANY		ACFX038609	H	1985	04/01/90	03/31/95	03/31/95	
HUNTSMAN CHEMICAL COMPANY		ACFX038612	H	1985	04/01/90	03/31/95	03/31/95	
HUNTSMAN CHEMICAL COMPANY		ACFX038614	H	1985	04/01/90	03/31/95	03/31/95	
HUNTSMAN CHEMICAL COMPANY		ACFX038617	H	1985	04/01/90	03/31/95	03/31/95	
HUNTSMAN CHEMICAL COMPANY		ACFX038618	H	1985	04/01/90	03/31/95	03/31/95	
HUNTSMAN CHEMICAL COMPANY		ACFX038620	H	1985	04/01/90	03/31/95	03/31/95	
HUNTSMAN CHEMICAL COMPANY		ACFX038622	H	1985	04/01/90	03/31/95	03/31/95	
HUNTSMAN CHEMICAL COMPANY		ACFX038630	H	1985	04/01/90	03/31/95	03/31/95	
HUNTSMAN CHEMICAL COMPANY		ACFX038636	H	1985	04/01/90	03/31/95	03/31/95	
HUNTSMAN CHEMICAL COMPANY		ACFX038642	H	1985	04/01/90	03/31/95	03/31/95	
HUNTSMAN CHEMICAL COMPANY		ACFX038647	H	1985	04/01/90	03/31/95	03/31/95	
HUNTSMAN CHEMICAL COMPANY		ACFX038648	H	1985	04/01/90	03/31/95	03/31/95	
HUNTSMAN CHEMICAL COMPANY		ACFX038653	H	1985	04/01/90	03/31/95	03/31/95	
HUNTSMAN CHEMICAL COMPANY		ACFX038659	H	1985	04/01/90	03/31/95	03/31/95	
HUNTSMAN CHEMICAL COMPANY		ACFX038664	H	1985	04/01/90	03/31/95	03/31/95	
HUNTSMAN CHEMICAL COMPANY		ACFX038665	H	1985	04/01/90	03/31/95	03/31/95	
HUNTSMAN CHEMICAL COMPANY		ACFX038668	H	1985	04/01/90	03/31/95	03/31/95	
HUNTSMAN CHEMICAL COMPANY		ACFX038671	H	1985	04/01/90	03/31/95	03/31/95	
HUNTSMAN CHEMICAL COMPANY		ACFX038672	H	1985	04/01/90	03/31/95	03/31/95	
326HUNTSMAN CHEMICAL COMPANY		5295						

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LESSEE CODE 326	CONTRACT RIDER	ANNEX B		YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS 26.
		CAR IDENT	TYPE OF CAR				
357MOBIL OIL CORPORATION	50400018	ACFX038670	H	1985	02/01/90	01/31/95	
357MOBIL OIL CORPORATION	50400019	ACFX038667	H	1985	05/01/90	04/30/96	
357MOBIL OIL CORPORATION	50400022	ACFX038624	H	1985	11/01/93	02/28/95	
MOBIL OIL CORPORATION		ACFX038628	H	1985	11/01/93	02/28/95	
MOBIL OIL CORPORATION		ACFX038653	H	1985	11/01/93	02/28/95	
MOBIL OIL CORPORATION		ACFX038649	H	1985	11/01/93	02/28/95	
MOBIL OIL CORPORATION		ACFX038650	H	1985	11/01/93	02/28/95	
MOBIL OIL CORPORATION		ACFX038651	H	1985	11/01/93	02/28/95	
MOBIL OIL CORPORATION		ACFX038659	H	1985	11/01/93	02/28/95	
MOBIL OIL CORPORATION		ACFX038673	H	1985	11/01/93	02/28/95	
MOBIL OIL CORPORATION		ACFX038675	H	1985	11/01/93	02/28/95	
357MOBIL OIL CORPORATION	50400024	ACFX038920	H	1985	01/01/91	12/31/95	
MOBIL OIL CORPORATION		ACFX038960	H	1985	01/01/91	12/31/95	
357MOBIL OIL CORPORATION	5921	ACFX038994	H	1985	06/01/93	01/31/96	
MOBIL OIL CORPORATION		ACFX038930	H	1985	06/01/93	01/31/96	
357							15
455PHILLIPS PETROLEUM COMPANY	6011	ACFX038536	H	1985	00/00/00	00/00/00	
PHILLIPS PETROLEUM COMPANY		ACFX038888	H	1985	00/00/00	00/00/00	
PHILLIPS PETROLEUM COMPANY		ACFX038895	H	1985	00/00/00	00/00/00	
PHILLIPS PETROLEUM COMPANY		ACFX038888	H	1985	00/00/00	00/00/00	
PHILLIPS PETROLEUM COMPANY		ACFX038903	H	1985	00/00/00	00/00/00	
455							5
462PPG INDUSTRIES INCORPORATED	31260043	ACFX051001	H	1985	07/01/90	06/30/95	
PPG INDUSTRIES INCORPORATED		ACFX051002	H	1985	07/01/90	06/30/95	
PPG INDUSTRIES INCORPORATED		ACFX051003	H	1985	07/01/90	06/30/95	
PPG INDUSTRIES INCORPORATED		ACFX051004	H	1985	07/01/90	06/30/95	
PPG INDUSTRIES INCORPORATED		ACFX051005	H	1985	07/01/90	06/30/95	
PPG INDUSTRIES INCORPORATED		ACFX051006	H	1985	07/01/90	06/30/95	
PPG INDUSTRIES INCORPORATED		ACFX051007	H	1985	07/01/90	06/30/95	
PPG INDUSTRIES INCORPORATED		ACFX051008	H	1985	07/01/90	06/30/95	
PPG INDUSTRIES INCORPORATED		ACFX051009	H	1985	07/01/90	06/30/95	
PPG INDUSTRIES INCORPORATED		ACFX051010	H	1985	07/01/90	06/30/95	
462							10
464PROCTOR & GAMBLE MFG CO	96750237	ACFX059916	H	1984	00/00/00	00/00/00	
PROCTOR & GAMBLE MFG CO		ACFX059917	H	1984	00/00/00	00/00/00	

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LESSEE CODE	LESSEE NAME	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS	
464	PROCTOR & GAMBLE MFG CO PROCTOR & GAMBLE MFG CO PROCTOR & GAMBLE MFG CO		ACFX059920 ACFX059921 ACFX059923	H H H	1984 1984 1984	00/00/00 00/00/00 00/00/00	00/00/00 00/00/00 00/00/00	5	
483	483CARGILL INC CARGILL INC CARGILL INC	5731	ACFX038767 ACFX038769 ACFX038774	H H H	1985 1985 1985	08/01/92 08/01/92 08/01/92	07/31/97 07/31/97 07/31/97	3	
483	485REXENE COMPANY REXENE COMPANY 485REXENE COMPANY REXENE COMPANY 485REXENE COMPANY REXENE COMPANY REXENE COMPANY REXENE COMPANY REXENE COMPANY REXENE COMPANY REXENE COMPANY	50570010	ACFX039483 ACFX039484 ACFX039486 ACFX039490 ACFX039491 ACFX039556 ACFX039557 ACFX039560 ACFX039561 ACFX039562 ACFX039563 ACFX039566 ACFX038885 ACFX038325 ACFX038327 ACFX038331 ACFX038889 ACFX038904 ACFX038909 ACFX038929 ACFX038612 ACFX038925	H H	1985 1985 1985 1985 1985 1985 1985 1985 1985 1985 1985 1985 1985 1985 1985 1984 1984 1985 1985 1985 1985 1985 1985 1985 1985	02/01/91 02/01/91	01/31/96 01/31/96	01/31/95 01/31/95	22
485	493ROHM & HAAS COMPANY ROHM & HAAS COMPANY	3667			1985 1985 1985 1985 1985 1985	09/01/90 09/01/90 09/01/90 09/01/90 09/01/90 09/01/90	08/31/95 08/31/95 08/31/95 08/31/95 08/31/95 08/31/95	08/31/95	

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LESSEE CODE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS		
QUANTUM CHEMICAL CORP		ACFX039012	H	1985	11/01/90	10/31/95			
QUANTUM CHEMICAL CORP		ACFX039013	H	1985	11/01/90	10/31/95			
QUANTUM CHEMICAL CORP		ACFX039014	H	1985	11/01/90	10/31/95			
QUANTUM CHEMICAL CORP		ACFX039016	H	1985	11/01/90	10/31/95			
QUANTUM CHEMICAL CORP		ACFX039017	H	1985	11/01/90	10/31/95			
QUANTUM CHEMICAL CORP		ACFX039018	H	1985	11/01/90	10/31/95			
QUANTUM CHEMICAL CORP		ACFX039019	H	1985	11/01/90	10/31/95			
QUANTUM CHEMICAL CORP		ACFX039020	H	1985	11/01/90	10/31/95			
QUANTUM CHEMICAL CORP		ACFX039021	H	1985	11/01/90	10/31/95			
QUANTUM CHEMICAL CORP		ACFX039022	H	1985	11/01/90	10/31/95			
QUANTUM CHEMICAL CORP		ACFX039023	H	1985	11/01/90	10/31/95			
QUANTUM CHEMICAL CORP		ACFX039024	H	1985	11/01/90	10/31/95			
QUANTUM CHEMICAL CORP		ACFX039025	H	1985	11/01/90	10/31/95			
QUANTUM CHEMICAL CORP		ACFX039026	H	1985	11/01/90	10/31/95			
QUANTUM CHEMICAL CORP		ACFX039027	H	1985	11/01/90	10/31/95			
QUANTUM CHEMICAL CORP		ACFX039028	H	1985	11/01/90	10/31/95			
QUANTUM CHEMICAL CORP		ACFX039029	H	1985	11/01/90	10/31/95			
QUANTUM CHEMICAL CORP		ACFX039030	H	1985	11/01/90	10/31/95			
601 QUANTUM CHEMICAL CORP	3749	ACFX040355	H	1985	01/01/91	12/31/95			
QUANTUM CHEMICAL CORP		ACFX040356	H	1985	01/01/91	12/31/95			
QUANTUM CHEMICAL CORP		ACFX040357	H	1985	01/01/91	12/31/95			
QUANTUM CHEMICAL CORP		ACFX040358	H	1985	01/01/91	12/31/95			
QUANTUM CHEMICAL CORP		ACFX040359	H	1985	01/01/91	12/31/95			
QUANTUM CHEMICAL CORP		ACFX040360	H	1985	01/01/91	12/31/95			
QUANTUM CHEMICAL CORP		ACFX040361	H	1985	01/01/91	12/31/95			
QUANTUM CHEMICAL CORP		ACFX040362	H	1985	01/01/91	12/31/95			
QUANTUM CHEMICAL CORP		ACFX040363	H	1985	01/01/91	12/31/95			
QUANTUM CHEMICAL CORP		ACFX040364	H	1985	01/01/91	12/31/95			
QUANTUM CHEMICAL CORP		ACFX040365	H	1985	01/01/91	12/31/95			
QUANTUM CHEMICAL CORP		ACFX040366	H	1985	01/01/91	12/31/95			
QUANTUM CHEMICAL CORP		ACFX040367	H	1985	01/01/91	12/31/95			
QUANTUM CHEMICAL CORP		ACFX040368	H	1985	01/01/91	12/31/95			
QUANTUM CHEMICAL CORP		ACFX040369	H	1985	01/01/91	12/31/95			
QUANTUM CHEMICAL CORP		ACFX040370	H	1985	01/01/91	12/31/95			
QUANTUM CHEMICAL CORP		ACFX040371	H	1985	01/01/91	12/31/95			
QUANTUM CHEMICAL CORP		ACFX040372	H	1985	01/01/91	12/31/95			
QUANTUM CHEMICAL CORP		ACFX040373	H	1985	01/01/91	12/31/95			
QUANTUM CHEMICAL CORP		ACFX040374	H	1985	01/01/91	12/31/95			
QUANTUM CHEMICAL CORP		ACFX040375	H	1985	01/01/91	12/31/95			
QUANTUM CHEMICAL CORP		ACFX040376	H	1985	01/01/91	12/31/95			

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LESSEE CODE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
QUANTUM CHEMICAL CORP		ACFX040377	H	1985	01/01/91	12/31/95	
QUANTUM CHEMICAL CORP		ACFX040378	H	1985	01/01/91	12/31/95	
QUANTUM CHEMICAL CORP		ACFX040379	H	1985	01/01/91	12/31/95	
QUANTUM CHEMICAL CORP		ACFX040380	H	1985	01/01/91	12/31/95	
QUANTUM CHEMICAL CORP		ACFX040381	H	1985	01/01/91	12/31/95	
QUANTUM CHEMICAL CORP		ACFX040382	H	1985	01/01/91	12/31/95	
QUANTUM CHEMICAL CORP		ACFX040383	H	1985	01/01/91	12/31/95	
QUANTUM CHEMICAL CORP		ACFX040384	H	1985	01/01/91	12/31/95	
QUANTUM CHEMICAL CORP		ACFX040385	H	1985	01/01/91	12/31/95	
QUANTUM CHEMICAL CORP		ACFX040386	H	1985	01/01/91	12/31/95	
QUANTUM CHEMICAL CORP		ACFX040387	H	1985	01/01/91	12/31/95	
QUANTUM CHEMICAL CORP		ACFX040388	H	1985	01/01/91	12/31/95	
QUANTUM CHEMICAL CORP		ACFX040389	H	1985	01/01/91	12/31/95	
QUANTUM CHEMICAL CORP		ACFX040390	H	1985	01/01/91	12/31/95	
QUANTUM CHEMICAL CORP		ACFX040391	H	1985	01/01/91	12/31/95	
QUANTUM CHEMICAL CORP		ACFX040392	H	1985	01/01/91	12/31/95	
QUANTUM CHEMICAL CORP		ACFX040394	H	1985	01/01/91	12/31/95	
QUANTUM CHEMICAL CORP		ACFX040395	H	1985	01/01/91	12/31/95	
QUANTUM CHEMICAL CORP		ACFX040396	H	1985	01/01/91	12/31/95	
QUANTUM CHEMICAL CORP		ACFX040397	H	1985	01/01/91	12/31/95	
QUANTUM CHEMICAL CORP		ACFX040398	H	1985	01/01/91	12/31/95	
QUANTUM CHEMICAL CORP		ACFX040399	H	1985	01/01/91	12/31/95	
QUANTUM CHEMICAL CORP		ACFX040400	H	1985	01/01/91	12/31/95	
QUANTUM CHEMICAL CORP		ACFX039346	H	1985	11/01/85	10/31/95	
QUANTUM CHEMICAL CORP		ACFX039347	H	1985	11/01/85	10/31/95	
QUANTUM CHEMICAL CORP		ACFX039348	H	1985	11/01/85	10/31/95	
QUANTUM CHEMICAL CORP		ACFX039349	H	1985	11/01/85	10/31/95	
QUANTUM CHEMICAL CORP		ACFX039350	H	1985	11/01/85	10/31/95	
QUANTUM CHEMICAL CORP		ACFX039351	H	1985	11/01/85	10/31/95	
QUANTUM CHEMICAL CORP		ACFX039352	H	1985	11/01/85	10/31/95	
QUANTUM CHEMICAL CORP		ACFX039353	H	1985	11/01/85	10/31/95	
QUANTUM CHEMICAL CORP		ACFX039354	H	1985	11/01/85	10/31/95	
QUANTUM CHEMICAL CORP		ACFX039355	H	1985	11/01/85	10/31/95	
QUANTUM CHEMICAL CORP		ACFX039356	H	1985	11/01/85	10/31/95	
QUANTUM CHEMICAL CORP		ACFX039357	H	1985	11/01/85	10/31/95	
QUANTUM CHEMICAL CORP		ACFX039358	H	1985	11/01/85	10/31/95	
QUANTUM CHEMICAL CORP		ACFX039359	H	1985	11/01/85	10/31/95	
QUANTUM CHEMICAL CORP		ACFX039360	H	1985	11/01/85	10/31/95	
QUANTUM CHEMICAL CORP		ACFX039361	H	1985	11/01/85	10/31/95	
QUANTUM CHEMICAL CORP		ACFX039362	H	1985	11/01/85	10/31/95	

## ANNEX B

LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
	QUANTUM CHEMICAL CORP		ACFX039363	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039364	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039365	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039366	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039367	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039368	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039369	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039370	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039371	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039372	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039373	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039374	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039375	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039377	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039378	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039381	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039382	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039383	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039384	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039385	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039386	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039387	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039388	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039389	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039390	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039391	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039392	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039393	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039394	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039395	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039396	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039397	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039398	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039399	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039400	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039401	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039402	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039403	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039404	H	1985	11/01/85	10/31/95	
	QUANTUM CHEMICAL CORP		ACFX039405	H	1985	11/01/85	10/31/95	

ANNEX B